

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/QR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVA

OMB Number:

3235-0076

Expires:

May 31, 2005

Estimated average burden

hours per form 16.00

Prefix Serial

DATE RECEIVED

Name of Offering ([] check if this is an am	nendment and name has changed, and indicate	change.)	1010211	
Access Closure, Inc. Series C Preferred S	Stock Warrants		1212311	
Filing Under (Check box(es) that apply):	[] Rule 504 [] Rule 505	[X] Rule 506	[]Section 4(6) []ULOE	
Type of Filing: [X] New Filing	[] Amendment			
	A. BASIC IDENTIFICATIO	N DATA	A LORDING BERKE BANKE BANK	
1. Enter the information requested about	the issuer			
Name of Issuer ([] check if this is an amer	ndment and name has changed, and indicate of	hange.)	05065403	
Access Closure, Inc.				_
Address of Executive Offices	(Number and Street, City, State, Zip Code		(Including Area Code)	
645 Clyde Avenue, Mountain View, CA 9		(650) 903-1000	<u>/</u>	
Address of Principal Business Operations	(Number and Street, City, State, Zip Code) Telephone Number	(Including Area Code)	
(if different from Executive Offices)		1	PROCESSED	
Brief Description of Business		/. V		
Develops medical device.		_	5EP R 0 2000	
Type of Business Organization		•		
[X] corporation	[] limited partnership, already forme	ed .	[] other (please specify):	
[] business trust	[] limited partnership, to be formed		FINANCIA	
	Month	/ear		
Actual or Estimated Date of Incorporation of	or Organization: [07]	2002]	[X] Actual [] Estimated	
Jurisdiction of Incorporation or Organizatio			tate:	
	CN for Canada; FN for foreign	jurisdiction)	[DE]	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition, of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] General and/or Managing Partner	[X] Executive Officer	[] Director	
Full Name (Last name first, if indi				
Bagaoisan, Celso	viduil)			
Business or Residence Address (N	umber and Street, City, State, Zip Code)			
4441 Pomponi Street, Union Ci				
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] General and/or Managing Partner_	[X] Executive Officer	[] Director	
Full Name (Last name first, if indi-	vidual)			
Bohane, Jonathan				
	umber and Street, City, State, Zip Code)			
480 Pine Bridge Place, Campbe			r 2004	
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner [] General and/or Managing Partner	[] Executive Officer	[] Director	
Full Name (Last name first, if indi-	vidual)			
Confluent Surgical, Inc.				
	umber and Street, City, State, Zip Code)			
	MA 02451, Attn: Amar Sawhney			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] General and/or Managing Partner	[] Executive Officer	[X] Director	
Full Name (Last name first, if india Gold, Jeffrey G.	vidual)			
	umber and Street, City, State, Zip Code)			
70 Pine Ridge Way, Portola Va				
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner [] General and/or Managing Partner	[] Executive Officer	[X] Director	
Full Name (Last name first, if indi-				
Hopkins, L. Nelson				
Business or Residence Address (N 3 Gates Circle, Buffalo, NY 142	umber and Street, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter [X] Beneficial Owner	[X] Executive Officer	[X] Director	
	[] General and/or Managing Partner			
Full Name (Last name first, if indi-	vidual)			
Khosravi, Farhad				
	umber and Street, City, State, Zip Code)			
308 Greenfield Avenue, San Mat				
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] General and/or Managing Partner	[] Executive Officer	[X] Director	
Full Name (Last name first, if indi-	vidual)			
Kuhling, Rob				
· ·	umber and Street, City, State, Zip Code)			
	LC, 2400 Sand Hill Road, Suite 150, Menlo Parl			
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner [] General and/or Managing Partner	[] Executive Officer	[] Director	
Full Name (Last name first, if indi-				
ONSET IV Management, LLC				
	umber and Street, City, State, Zip Code)			
2400 Sand Hill Road, Suite 150	, Menlo Park, CA 94025, Attn: Rob Kuhling			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] General and/or Managing Partner	[] Executive Officer	[X] Director	
Full Name (Last name first, if indi-				
Plain, Henry	,			
	umber and Street, City, State, Zip Code)			
221 Atherton Avenue, Atherton	, CA 94027			

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Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director	
	[] General and/o	r Managing Partner			
Full Name (Last name first, if in	dividual)				
Sawhney, Amar					
Business or Residence Address	Number and Street, C	City, State, Zip Code)			
c/o Confluent Surgical, Inc., 1	01A First Avenue,	Waltham, MA 02451			
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	
	[] General and/o	r Managing Partner			
Full Name (Last name first, if in	dividual)				
TAC Management, L.L.C.					
Business or Residence Address (Number and Street, C	ity, State, Zip Code)			
3200 Alpine Road, Portola Va	alley, CA 94028				
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director	
	[] General and/or	r Managing Partner			
Full Name (Last name first, if in	dividual)				
Wan, Mark					
Business or Residence Address (Number and Street, C	ity, State, Zip Code)			
c/o TAC Management, L.L.C	., 3200 Alpine Road	Portola Valley, CA 94028			
	(I lse blank s	heet, or copy and use additional copie	es of this sheet, as necessary.)		
	(OSC DIMIN SI	neet, or copy and use additional copie	3 of this sheet, as necessary.)		

					B. IN	FORMA	TION A	BOUT O	FFERIN	G		72		
1.	Has the issu	er sold or	does the ice	suer intend	· · · · · · · · · · · · · · · · · · ·	<u> </u>		<u> 20], se 1919</u>		929.	M sasesae	<u> </u>		Yes No
١.	1145 1110 1350	ci sold, or	does the is.						ing under		•••••		······	
2.	What is the	minimum i	nvestment	that will b	e accepted	I from any	individual	?				•••••		NONE_
3.	Does the off	ering perm	nit joint ow	nership of	a single u	nit?								Yes No X] []
4.	Enter the in	formation i	equested f	or each pe	rson who	has been o	r will be p	aid or give	n. directly	or indirec	tlv. anv co	mmission	or similar	
	remuneration agent of a be be listed are	n for solici oker or de	tation of p aler registe	urchasers cred with t	in connect he SEC an	ion with sa d/or with a	ales of seco a state or s	urities in tl tates, list t	ne offering he name o	. If a pers f the broke	on to be li er or dealer	sted is an a	ssociated p	
Full	Name (Last	name first,	if individu	al)										
Bus	siness or Resid	lence Addr	ess (Numb	er and Str	eet, City, S	tate, Zip C	Code)							
Nar	ne of Associa	ted Broker	or Dealer											
Stat	tes in Which F	erson Listo	ed Has Sol	icited or In	tends to S	olicit Purcl	nasers							
	(Check	"All State	s" or check	individua	l States)								[] A!	l States
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[] 7.0.	otates
	[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	МІ] [ОН]	[MN] [OK]	MS] [OR]	[MO] [PA]	
	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full	Name (Last i	name first,	if individu	al)										
Bus	iness or Resid	ence Addr	ess (Numb	er and Stre	et, City, S	tate, Zip C	lode)							
Nan	ne of Associa	ed Broker	or Dealer	<u></u>	·						<u> </u>		·- <u>·</u> ·	
Stat	es in Which P	erson Liste	ed Has Soli	cited or In	tends to S	olicit Purch	nasers							
	(Check	"All State	s" or check	individua	l States)								[] All	States
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
	[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]	
Full	[RI] Name (Last t	[SC] name first,	[SD] if individua	[TN] al)	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Bus	iness or Resid	ence Addr	ess (Numb	er and Stre	et, City, S	tate, Zip C	ode)							<u></u>
Nan	ne of Associat	ed Broker	or Dealer			-								
State	es in Which P	erson Liste	ed Has Soli	cited or In	tends to So	olicit Purch	nasers	1	16	45,000	<u> </u>		·	
	(Check	"All State:	s" or check	individua	l States)		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		•••••		,		[] All	States
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
	[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]	
	[RI]	[sc]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[wi]	[WY]	[PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total 1. amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Amount Already Aggregate Offering Price Sold Debt \$ 140,001.12 0.00 Equity..... [] Common [X] Preferred Convertible Securities (including warrants convertible into Series C)....... 140.00 140.00 Partnership Interests Other \$ 140,141.12 140.00 Total Answer also in Appendix, Column 3, if filing Under ULOE 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Dollar Amount Investors of Purchases 140.00 Accredited Investors Non-accredited Investors Total (for filings Under Rule 504 Only)..... Answer also in Appendix, Column 4 if filing under ULOE 3. If this filing is for an offering Under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Security Type of Dollar Amount Security Sold Rule 505..... Regulation A Rule 504..... 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.. \$_5,000.00 Legal Fees [X] Accounting Fees [] Engineering Fees []

Sales Commissions (Specify finder's fees separately)

Other Expenses (identify):

Total

\$ 5,000.00

	 b. Enter the difference between the aggregate offering price give Question 1 and total expenses furnished in response to Part 0 difference is the "adjusted gross proceeds to the issuer." 	C - Question 4.a. This			\$ <u>135,141.12</u>
5.	Indicate below the amount of the adjusted gross proceeds proposed to be used for each of the purposes shown. If the amount known, furnish an estimate and check the box to the left of of the payments listed must equal the adjusted gross proceeds to response to Part C – Question 4.b above.	ount for any purpose is the estimate. The total			
				nyments to Officers, rectors, & Affiliates	Payments To Others
	Salaries and fees	[]	\$	[]	\$
	Research and Development	[]	\$	[]	\$
	Purchase, rental or leasing and installation of machinery and equipment	[]	\$	[]	\$
	Construction or leasing of plant buildings and facilities	[]	\$	[]	\$
	Acquisition of other businesses (including the value of sec offering that may be used in exchange for the assets of issuer pursuant to a merger)	f securities of another	\$	[]	s
	Repayment of indebtedness	[]	\$	[]	\$
	Working capital and general corporate purposes	[]	\$	[X]	\$ <u>135,141.12</u>
	Other (specify):	[]	\$	[]	\$
	Column totals	[]	\$	[]	\$
	Total payments listed (column totals added)		[]	\$ <u>135,141.12</u>	
	D. FEDI	ERAL SIGNATURE			
onstitu	uer has duly caused this notice to be signed by the undersigned duly ates an undertaking by the issuer to furnish to the U.S. Securities and er to any non-accredited investor pursuant to paragraph (b)(2) of Ru	Exchange Commission	is notice upon wi	is filed under Rule 505,	the following signature
	Print or Type) Access Closure, Inc.	Signature		Sul	Date 8/30/05
	of Signer (Print or Type) Geoffrey P. Leonard	Title of Signer R	into Tx	pe)	<u></u>

Attention

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)